

EXHIBIT 8
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS
AND FLORIDA ARTICLES OF INCORPORATION AND
CERTIFICATE OF GOOD STANDING



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 09, 2004

0121238-9

FAXXON LEGAL INFORMATION SERVI
1 W. OLD STATE CAPITOL PLZ.805
SPRINGFIELD, IL 62701-0000

RE FIRST POINT TELECOM, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

December 2003

Jesse White

Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
<http://cyberdriveillinois.com>

Payment must be made by certified
check, cashier's check, Illinois
attorney's C.P.A.'s check or money or-
der, payable to "Secretary of State."

**Illinois
Limited Liability Company Act****Application for Admission to Transact Business****Submit in Duplicate**

Must be typewritten

This space for use by Secretary of State

Date 06/09/2004
Assigned File # 0121-2389
Filing Fee \$500
Penalty \$
Approved: [Signature] \$

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Secretary of State**FILED****JUN 09 2004****JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company name: First Point Telecom, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: not applicable for this applicant
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Jurisdiction of Organization: Florida
4. Date of Organization: June 26, 2002
5. Period of Duration: perpetual
6. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
(See #14 on back)
- | | | |
|--|--------------------------------|----------------------------|
| <u>5366</u>
(Number) | <u>SW 33rd Way</u>
(Street) | <u></u>
(Suite) |
| <u>Fort Lauderdale, FL</u>
(City/State) | <u>33312</u>
(ZIP Code) | <u>Broward</u>
(County) |
7. Registered agent: Faxxon Legal Information Services, Inc.
(First Name) (Middle Name) (Last Name)
- Registered Office: 1 West Old State Capitol Plaza, Suite 805
(Number) (Street) (Suite #)
- (P.O. Box or c/o Springfield SANGAMIN Illinois 62701
are unacceptable) (City) (County) (ZIP Code)
8. The date on which this foreign LLC first did business in Illinois: upon qualification

LLC-45.5

9. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

Telecommunications

code # 513300

10. The limited liability company is managed by:

☒ manager(s)

☐ vested in member(s)

11. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

12. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated May 18, 2004.
(Month/Day) (Year)

Migdalia Eaton
(Signature)

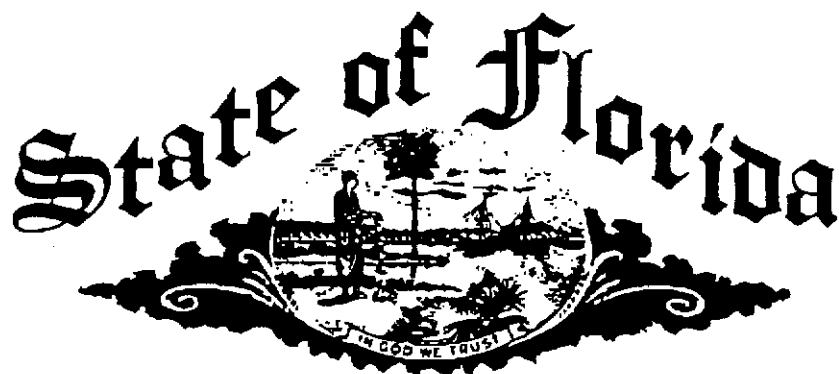
(Signature must comply with Section 5-45 of ILLCA)

Migdalia Eaton - Manager

(Type or print name and title)

Manager of First Point Telecom, LLC

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)



Department of State

I certify the attached is a true and correct copy of Articles of Organization of FIRST POINT TELECOM, LLC, a limited liability company, organized under the laws of the State of Florida, filed on June 26, 2002, as shown by the records of this office.

The document number of this company is L02000016080.



CR2EO22 (2-03)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-seventh day of January, 2004

Glenda E. Hood

Glenda E. Hood
Secretary of State

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L02000016080
FILED
June 26, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:
FIRST POINT TELECOM, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
5366 SW 33RD WAY
FORT LAUDERDALE, FL. US 33312

The mailing address of the Limited Liability Company is:
5366 SW 33RD WAY
FORT LAUDERDALE, FL. US 33312

Article III

The name and Florida street address of the registered agent is:
MIGDALIA EATON
5366 SW 33RD WAY
FORT LAUDERDALE, FL. 33312

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: MIGDALIA EATON

Article IV

L02000016080

FILED

June 26, 2002

Sec. Of State

The name and address of members/managers are:

Title: MGRM
MIGDALIA EATON
5366 SW 33RD WAY
FORT LAUDERDALE, FL. 33312 US

Signature of member or an authorized representative of a member

Signature: MIGDALIA EATON

**CONSENT IN WRITING OF THE
MANAGING MEMBER OF
FIRST POINT TELECOM, LLC**

The undersigned, being the sole manager and member of First Point Telecom, LLC, a Florida limited liability company (the "Company"), does hereby agree that the following Resolutions of the Company be adopted by written consent without a meeting:

WHEREAS, on August 28, 2002, Migdalia Eaton transferred nominal title in her membership interests in the Company to Lydia Rivera (such interests are hereafter called the "Interests");

WHEREAS, since August 28, 2002, Lydia Rivera has acted as Managing Member of the Company in here capacity as nominee of the Interests;

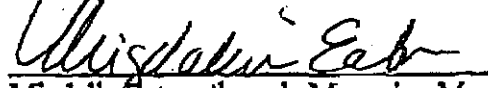
WHEREAS, Migdalia Eaton has terminated that certain Nominee Agreement between herself and Lydia Rivera concerning the Interests;

WHEREAS, the Company has never issued any certificate to evidence the ownership of the Interests;


NOW, THEREFORE, BE IT RESOLVED, that the Company book be revised to reflect that Lydia Rivera is no longer the nominal owner of the Interests; and be it

FURTHER RESOLVED, that Lydia Rivera is no longer authorized to execute instruments and documents and otherwise enter into agreements and binding obligations on behalf of the Company, as "Managing Member" in her capacity as nominee of Migdalia Eaton or otherwise; and be it

FURTHER RESOLVED, that the Company issue a membership interest certificate of the Company showing Migdalia Eaton as owner of 100% of the Interests.


Migdalia Eaton, the sole Managing Member

The undersigned agrees that I no longer am authorized to act as Managing Member, in my capacity as nominee of the Interests, or otherwise.


Lydia Rivera

DATED this 27 day of January 2004.

**CONSENT IN WRITING OF THE
MANAGING MEMBER OF
FIRST POINT TELECOM, LLC**


The undersigned, being the sole manager and member of First Point Telecom, LLC, a Florida limited liability company (the "Company"), does hereby agree that the following Resolutions of the Company be adopted by written consent without a meeting:

WHEREAS, Migdalia Eaton has transferred title to her interests in the Company to Lydia Rivera, as nominee for Migdalia Eaton;


WHEREAS, the Managing Member desires that Lydia Rivera execute instruments and documents on behalf of the Company in her capacity as nominee for Migdalia Eaton;

NOW, THEREFORE, BE IT RESOLVED, that the Company book be revised to reflect Lydia Rivera as nominal owner of the interests of Migdalia Eaton in the Company, and be it

FURTHER RESOLVED, that Lydia Rivera is authorized to execute instruments and documents and otherwise enter into agreements and binding obligations on behalf of the Company, as "Managing Member" in her capacity as nominee of Migdalia Eaton.


Migdalia Eaton, the sole Managing Member

The undersigned agrees to act as Managing Member, in my capacity as nominee of the interests of Migdalia Eaton in the Company


Lydia Rivera

DATED as of the 28th day of August 2002.

**CONSENT IN WRITING OF THE
MANAGING MEMBER OF
FIRST POINT TELECOM, LLC**

The undersigned, being the sole manager and member of First Point Telecom, LLC, a Florida limited liability company (the "Company"), does hereby agree that the following Resolutions of the Company be adopted by written consent without a meeting:

RESOLUTION I

WHEREAS, the Articles of Organization were filed in the office of the Department of State of the State of Florida providing for the commencement of existence on June 26, 2002, and the filing fees and taxes pertaining thereto were paid;

NOW, THEREFORE, BE IT RESOLVED, that the filing of the Articles of Organization providing for the commencement of existence of the Company on June 26, 2002, be and hereby is ratified and that a certified copy of the Articles of Organization be filed among the records of the Company.

RESOLUTION II

WHEREAS, a proposed Operating Agreement has been prepared by counsel for the Company, a copy of which has been reviewed by the Managing Member of the Company;

NOW, THEREFORE, BE IT RESOLVED, that the proposed Operating Agreement be and hereby are in all respects approved and adopted as and for the Operating Agreement of the Company, and that the Managing Member of the Company file a copy of such in the Company's book.

RESOLUTION III

WHEREAS, Migdalia Eaton, 5366 SW 33rd Way, Fort Lauderdale, Florida 33312, was designated in the Articles of Organization as the registered agent and registered office for service of process within the State of Florida on behalf of the Company;

NOW, THEREFORE, BE IT RESOLVED, that the designation of Migdalia Eaton, 5366 SW 33rd Way, Fort Lauderdale, Florida 33312, as the registered agent and registered office for service of process within the State of Florida on behalf of the

Company, be and hereby is ratified, approved and confirmed.

RESOLUTION IV

WHEREAS, the Managing Member has reviewed a proposed form of membership interest certificate for the Company;

NOW, THEREFORE, BE IT RESOLVED, that the form of membership interest certificate reviewed by the Managing Member, a specimen of which is to be filed in the Company book, be and the same hereby is adopted as the form of membership interest certificate to evidence ownership in the membership interests in the Company.

RESOLUTION V

WHEREAS, it is necessary to establish a depository for corporate funds;

NOW, THEREFORE, BE IT RESOLVED, that the President of the Company be authorized and directed to open a bank account for the Company with Bank of America, and to deposit therein all funds of the Company; and, be it

FURTHER RESOLVED, that whom is designated by the Managing Member be and hereby is/are authorized and approved to write checks and other drafts against said account; and, be it

FURTHER RESOLVED, that the Managing Member is authorized to approve and adopt resolutions on the bank's form of banking resolutions, after which copies of such resolutions are to be filed in the Company book.

RESOLUTION VI

WHEREAS, there is an offer by Migdalia Eaton to purchase 100% of the membership interests of the Company;

NOW, THEREFORE, BE IT RESOLVED, that the Managing Member of the Company be and hereby is authorized and directed to issue such membership interest certificates as necessary to evidence ownership of 100% of the membership interests in Migdalia Eaton; and, be it

FURTHER RESOLVED, that the Managing Member of the Company be and hereby is authorized to accept as consideration therefor from Migdalia Eaton any tangible or intangible property or benefit to the Company of a type and amount permitted by Chapter 608 of the Florida Statutes, as determined by the Managing Member to be adequate consideration for such membership interests.


Migdalia Eaton

Constituting the sole Managing Member of the
Company as named in the Articles of Organization.

DATED as of the 4th day of September 2002.